PAUL A. LEEB
ATTORNEY AT LAW
MILWAUKEE

1948

State of Wisconsin

MILWAUKEE COUNTY

_____ COURT

PROPOSED AMENDED

ARTICLES OF

INCORPORATION

MILWAUKEE RADIO AMATEURS' CLUB, INC.

ORIGINAL

Due service of the within

---

admitted this _____ day

of _____, 19 _____

Attorney for _____

Attorney for _____

PAUL A. LEEB

ATTORNEY AT LAW

329 W. NATIONAL AVE.

MILWAUKEE 4, WISCONSIN

PHONE MITCHELL 5-6445

(3)

PROPOSED AMENDED
ARTICLES OF INCORPORATION
OF THE
MILWAUKEE RADIO AMATEURS' CLUB INC.

Whereas the MILWAUKEE RADIO AMATEURS' CLUB, INC. was incorporated on or about the 8th day of March, 1923, and whereas by the lapse of time it is now necessary to amend, clarify, and bring up to date the Articles of Incorporation so that the members will have a more democratic method of selecting their officers and directors and increase the number of directors for further growth of the membership.

Now therefore it is hereby resolved that the present existing Articles of Incorporation of the MILWAUKEE RADIO AMATEURS' CLUB, INC. be entirely repealed and the following amendments be substituted in their place, the purpose of said corporation remaining the same.

AMENDED
ARTICLES OF INCORPORATION

ARTICLE I. NAME OF THE CORPORATION. The name of such corporation is to be "THE MILWAUKEE RADIO AMATEURS' CLUB, INC."

ARTICLE II. PRINCIPAL OFFICES. The location of the principal offices of the Milwaukee Radio Amateurs' Club, Inc. is to be in the City of Milwaukee, County of Milwaukee, State of Wisconsin, and at such place as designated in the By-Laws.

ARTICLE III. SEAL. The corporation shall have a seal as described by the By-Laws.

ARTICLE LV. OBJECTS AND PURPOSES. The objects and purposes of the members of the Milwaukee Radio Amateurs' Club, Inc. shall be to associate themselves together to own, operate and maintain an amateur, special amateur or experimental radio telegraphic and telephonic station or stations; to promote the art and knowledge of radio telegraphy, radio telephony, and allied subjects among its members; to associate or affiliate itself with the American Radio Relay League, Inc., of Hartford, Connecticut, or any other radio telegraphic or telephonic organization or organizations; for the more effective relaying of friendly messages between the different stations, for legislative protection, for orderly operating, and for practical improvement of short-wave radio telegraphic communication; for banding local radio amateurs into a non-commercial organization that could champion their cause and to provide a means whereby the intellectual standing of the members could be collectively raised; and to uphold the laws of radio communication of the United States of America and assist its officials in apprehending offenders thereof, and to do such other additional things in the field of radio and electronics as may from time to time be proposed and approved by the By-Laws.

ARTICLE V. NON-PROFIT CORPORATION. This corporation is formed without capital stock, and no dividends or pecuniary profits shall be declared to the members thereof.

ARTICLE VI. MANAGEMENT. The business of this corporation shall be managed and controlled by a Board of Directors consisting of thirteen Directors, six of whom shall be known as executive officers which officers are enumerated as follows: (1) Chairman of the Board, (2) President, (3) First Vice-President, (4) Second Vice-President, (5) Secretary, (6) Treasurer. All the Directors will be directly elected by the members of the club with the exception of the Chairman of the Board of Directors who shall be elected by the Board of Directors.

ARTICLE VII. SELECTION OF DIRECTORS. There shall be a separate election for officers and the following week a separate election for Directors--the dates to be prescribed by the By-Laws.

ARTICLE VIII. ELECTIONS.

1. NOMINATING COMMITTEE. There shall be a Nominating Committee consisting of four Past Presidents of the club appointed by the Board of Directors for the purpose of nominating candidates for the election to the office of President, First Vice-President, Second Vice-President, Secretary and Treasurer. The Nominating Committee shall be charged with bringing in their report of selection of candidates to the club two meetings prior to the annual election held by the members, thus allowing one meeting to intervene for further nominations of candidates as officers from the floor of the club. The annual election of officers would then be held the following week which will be the date of the regular annual meeting of the members as prescribed in the existing By-Laws, said annual meeting being divided into two (2) sessions; election of officers ~~and the following week~~, election of the ~~balance of~~ Directors ~~other than the officers~~.

2. DIRECTORS. On the day of election the Directors can be nominated and elected directly from the floor. There shall be Seven (7) Directors exclusive of officers. The four (4) Directors receiving the highest number of votes be determined to be elected for a term of two years and until their successors are elected and qualified and the remaining three (3) Directors be determined to be elected for a term of one year and until their successors are elected and qualified. Thereafter either three (3) or four (4) Directors will be elected, as the case may be, for terms of two years so that there are always some directors with at least one year's experience on the Board.

at the annual election

3. VOTING. In all elections of both classes of Directors each member of the club shall be entitled to one vote. Each member must vote in person and cannot vote by proxy.

ARTICLE IX. MEETING OF THE MEMBERS.

1. The regular meeting of the members of the club shall be held once a week on Thursday at 8:00 P. M. or at such other time and place as selected by the members in the By-Laws.

2. The annual meeting of the members shall be held once a year on _____ day of _____ at _____. or at such other time and place as selected by the members in the By-Laws.

ARTICLE X. MEETING OF THE DIRECTORS.

1. The regular meeting of the Directors shall be held once a month at a time and place as selected by the Board of Directors in the By-Laws.

2. The annual meeting of the Board of Directors shall be held on the _____ day of _____ or at such other time and place as selected by the Board of Directors in the By-Laws.

ARTICLE XI. DUTIES OF THE OFFICERS.

1. The Chairman of the Board shall be the Immediate Past President. He shall preside at all meetings of the Board of Directors without right to vote except in case of a tie. He shall have supervision of all matters as may be designated to him by the Board of Directors. In his absence, the President shall preside; in his absence, the Vice-President in the order of their seniority. In the absence of all, a chairman pro-tempore may be elected by a majority of those present.

If the Immediate Past-President is not available to function as a chairman of the Board, then the Board of Directors shall elect from the available Past-Presidents a chairman of the Board.

2. The principal duties of the President shall be to preside at all meetings of the Board of Directors and all the regular and special meetings of the members, and to have a general supervision of the affairs of the corporation in addition to any other duties as prescribed in the By-Laws.

3. The principal duties of the First Vice-President shall be to discharge the duties of the President in the event of the absence or disability for any cause whatever of the latter. The first Vice-President shall have charge of all technical and speaker programs and all other programs of the year as prescribed by the Board of Directors in addition to any other duties as prescribed in the By-Laws.

4. The Second Vice-President shall have charge of the membership and attendance at the meetings of the Club in addition to the general duties as prescribed in the By-Laws and takes the place of the First Vice-President in his absence.

5. The principal duties of the Secretary shall be to countersign all deeds, leases and conveyances executed by the corporation, affix the seal of the corporation therto and to such other papers as shall be required or directed to be sealed and to keep a record of the proceedings of the Board of Directors and safely and systematically keep all books, papers, records and documents belonging to the corporation or in any wise pertaining to the business thereof, in addition to any other duties as prescribed in the By-Laws.

6. The principal duties of the Treasurer shall be to keep and account for all moneys, credits, and property of any and every nature of the corporation, which shall come into his hands, and to keep an accurate account of all moneys disbursed and to render such accounts, statements and inventories of moneys received and disbursed and of money and property on hand, and generally of all matters pertaining to his office, as shall be required by the Board of Directors, in addition to any other duties as prescribed in the By-Laws. Said Treasurer shall be bonded by a suitable bonding company in an amount as prescribed by the Board of Directors.

ARTICLE XII. BOARD OF DIRECTORS' POWERS.

1. The Board of Directors may provide for the appointment of such additional officers as they may deem for the best interests of the corporation. Whenever the Board of Directors may so order, the offices of Secretary and Treasurer may be held by the same person.

2. The said officers shall perform such additional or different duties as shall from time to time be imposed or required by the Board of Directors, or as may be prescribed from time to time by the By-Laws.

3. There may be an executive Secretary whose duties and manner of selection shall be arranged for in the By-Laws.

ARTICLE XIII. CUSTODIAN. There shall be a Permanent Custodian of the club. He shall be nominated by the Board of Directors or elected by the members as decided upon in the By-Laws or by a special By-Law created for said purpose. He shall be charged with watching, guarding, caring for and preserving, and accounting to the club for all property committed to his custody. He shall prepare an inventory and once a year the Board of Directors shall examine said property.

Custody of Seal Also

ARTICLE XIV. MEMBERSHIP. The membership of the corporation shall consist of the following classifications:

1. Regular Members
2. Associate Members
3. Junior Members
4. Life Members
5. Honorary Members
6. Non-Resident Members

Their qualifications and such other classifications as may be desired shall be specified in the By-Laws.

ARTICLE XV. AMENDMENT OF ARTICLES. These Articles of Incorporation may be amended by resolution setting forth such amendment or amendments adopted at any meeting of the members of this corporation by a vote of at least one-half (1/2) of the voting members.

IN WITNESS WHEREOF the MILWAUKEE RADIO AMATEURS' CLUB, INC. has caused these amendments to be signed by _____, _____, its President, duly authorized and countersigned by _____, its Secretary, duly authorized at Milwaukee, Wisconsin this _____ day of _____, 1948.

SIGNED AND SEALED
IN THE PRESENCE OF

MILWAUKEE RADIO AMATEURS' CLUB, INC.

By _____ President

_____

By _____ Secretary

_____

STATE OF WISCONSIN)
) SS.
MILWAUKEE COUNTY)

Personally came before me, this _____ day of _____, 1948, the within named _____, President; and _____, Secretary, to me known to be the persons who executed the foregoing instrument and acknowledged that they executed the same for the said Corporation by its authority.

_____

NOTARY PUBLIC, MILWAUKEE COUNTY, WIS.
My commission expires February 27, 1949.